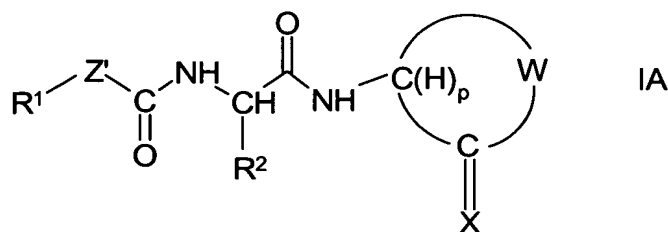
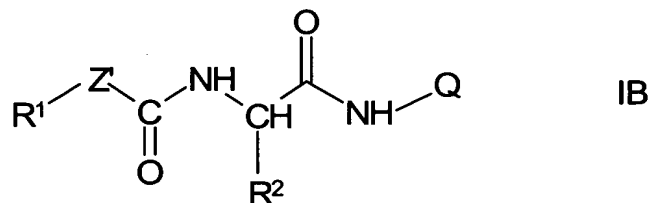


-- The compounds of formula I wherein m is 1 and n is 1 can be represented by the following formula:

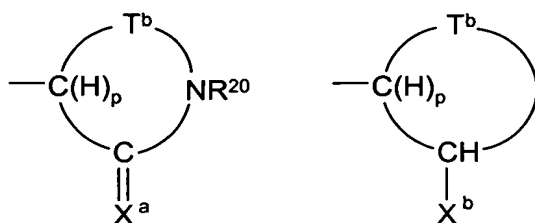


wherein R¹, R², W, X and p are as defined hereinabove with respect to formula I and Z' is represented by the formula -CX'X''-, -T-CH₂- or -T-C(O)- where T is selected from the group consisting oxygen, sulfur, -NR⁵ where R⁵ is hydrogen, acyl, alkyl, aryl or heteroaryl group; X' is hydrogen, hydroxy or fluoro; X'' is hydrogen, hydroxy or fluoro, or X' and X'' together form an oxo group.

A further grouping of compounds within the invention can be represented by the following formula IB:

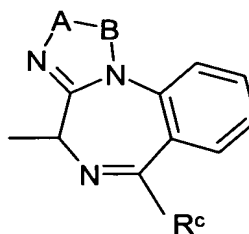
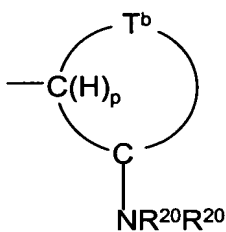
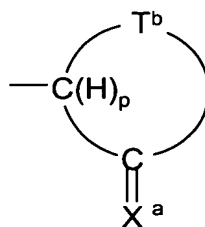
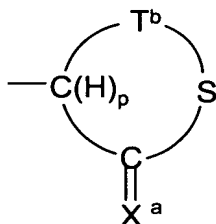
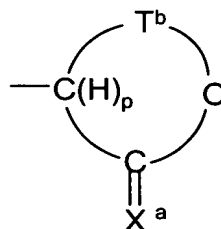
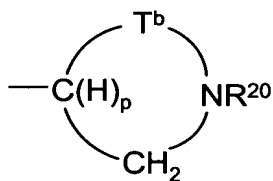


wherein R¹ and R² are defined hereinabove with respect to formula I, Z' is defined hereinabove with respect to formula IA, and Q is selected from the group of monocyclic and polycyclic groups having the formulas:



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A²



wherein T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, -(R²¹Z^a)_qR²¹- and -Z^aR²¹- where Z^a is a substituent selected from the group consisting of -O-, -S- and >NR²⁰, each R²⁰ is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R²¹ is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any

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A²

unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, q is an integer of from 1 to 3;

X^a is oxo or thioxo; X^b is hydroxy (-OH) or mecapto (-SH);

A-B is selected from the group consisting of alkylene, alkenylene, substituted alkylene, substituted alkenylene and -N=CH-; R^c is selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, aryl, heteroaryl, heterocyclic, cycloalkyl, and substituted cycloalkyl; and

p is an integer equal to 0 or 1 such that when p is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when p is one, the ring is saturated at the carbon atom of ring attachment to NH.--

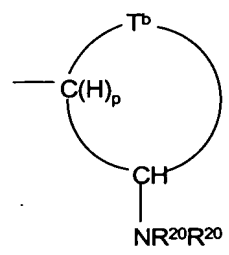
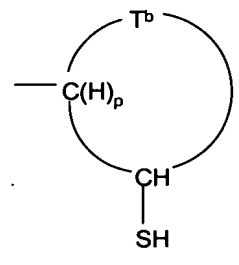
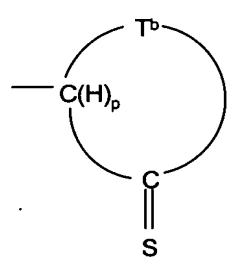
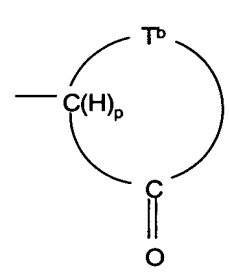
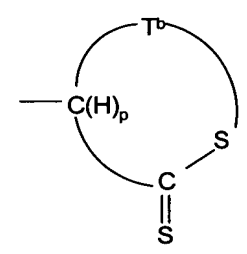
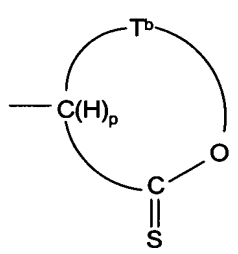
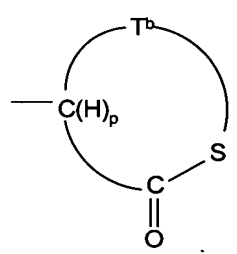
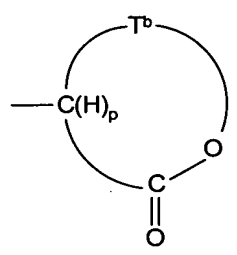
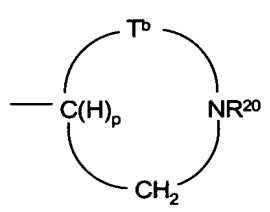
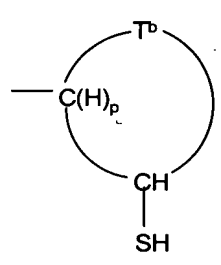
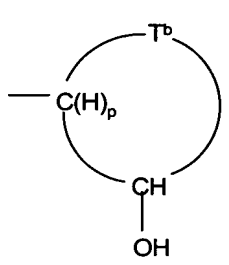
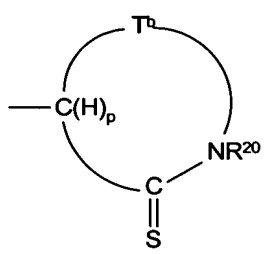
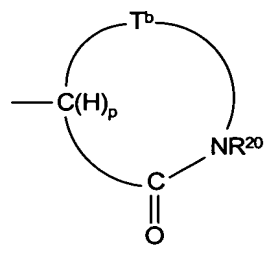
Please insert the following paragraphs before the first paragraph on page 87, line 1:

-- The cyclic groups defined by W, together with -C(H) _{p} C(=X)- includes the heterocyclic groups having the following formulas:

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A3



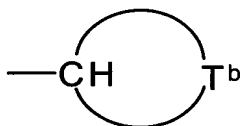
A³
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wherein T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, -(R²¹Z^a)_qR²¹- and -Z^aR²¹- where Z^a is a substituent selected from the group consisting of -O-, -S- and >NR²⁰, each R²⁰ is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R²¹ is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and q is an integer of from 1 to 3;

p is an integer equal to 0 or 1 such that when p is zero, the ring defined by W and -C(H)_pC(=X)- is unsaturated at the carbon atom of ring attachment to NH and when p is one, the ring is saturated at the carbon atom of ring attachment to NH;

and pharmaceutically acceptable salts thereof.--

On page 87 paragraph 1, (lines 1-21) please replace with the following:

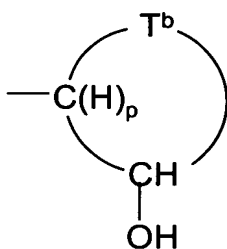
-- Preferred cyclic groups defined by W and -C(H)_pC(=X)- include cycloalkyl, lactone, lactam, benzazepinone, dibenzazepinone and benzodiazepine groups. In one preferred embodiment, the cyclic group defined by W and -C(H)_pC(=X)-, forms a cycloalkyl group of the formula:



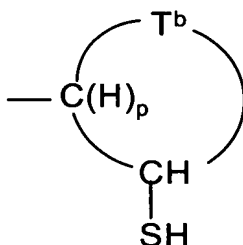
wherein T^b is selected from the group consisting of alkylene and substituted alkylene.--

On page 88, second full paragraph (starting on line 8 through page 89, line 8) replace with:

A⁵
-- In another preferred embodiment, the cyclic group defined by W, together with -C(H)_pC(=X)- is a ring of the formula:



or



wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, and q is an integer of from 1 to 3.--

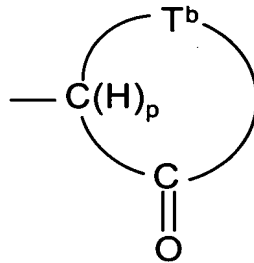
On page 90, second full paragraph (starting at line 9 through page 91, line 10) replace with:

-- Yet another preferred embodiment of the cyclic group defined by W, together with $-C(H)_pC(=X)-$, is a ring of the formula:

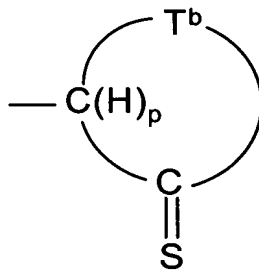
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AS



or



wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, and q is an integer of from 1 to 3.--

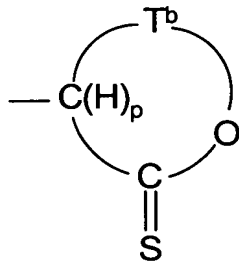
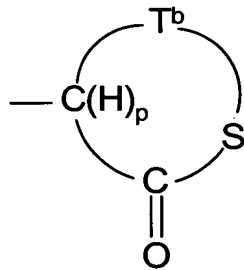
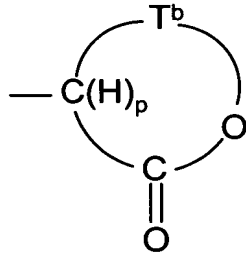
On page 92, second full paragraph (starting at line 7 through page 93, line 37) replace with:

-- In another preferred embodiment, the cyclic group defined by W, together with $-C(H)_pC(=X)-$, forms a ring of the formula:

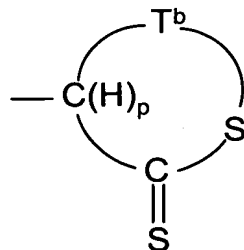
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or



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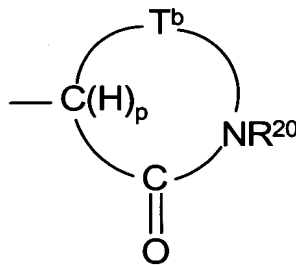
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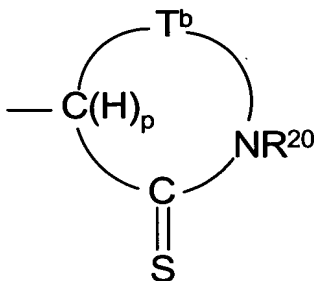
wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, and q is an integer of from 1 to 3.--

On page 94, second full paragraph (starting on line 20 through page 95, line 30) replace with:

-- In another preferred embodiment, the cyclic group defined by W and $-C(H)_pC(=X)-$, forms a lactam ring of the formula:



or a thiolactam ring of the formula:



A8

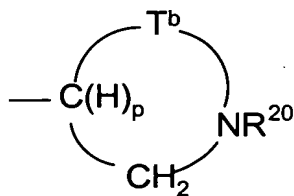
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wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, and q is an integer of from 1 to 3.--

On page 99, first paragraph (on lines 1-22) replace with:

-- In another preferred embodiment, the cyclic group defined by W, together with $-C(H)_pC(=X)-$, forms a ring of the formula:

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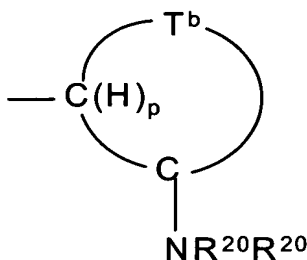


wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a

A9
substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and q is an integer of from 1 to 3.--

On page 99, second full paragraph (starting at line 24 through page 100, line 10) replace with:

-- A still further preferred embodiment is directed to a ring group defined by W, together with $-C(H)_pC(=X)-$, of the formula:



wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and q is an integer of from 1 to 3.--

Please replace page 597 of Table 7C with the section of the table below:

Example No.	Compound	Starting Material 1	Starting Material 2	General Procedure	MS
7C-214	5-{N'-(dl-mandelyl)-L-alanyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	dl-mandelic acid or dl-alpha-hydroxyphenylacetic acid (Aldrich)	5-(L-alanyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	444.2
7C-215	5-{N'-(p-chloromandelyl)-L-alanyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	p-chloromandelic acid (Acros)	5-(L-alanyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	444.2, 478.1
7C-216	5-{N'-(1-alpha-hydroxyisocaproyl)-L-alanyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	1-alpha-hydroxyisocaproic acid (Aldrich)	5-(L-alanyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	424.2
7C-217	5-{N'-(4-bromomandelyl)-L-alanyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	4-bromomandelic acid (Aldrich)	5-(L-alanyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	522.1, 524.1
7C-218	5-{N'-(1-(+)-lactyl)-L-alanyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	1-(+)-lactic acid (Sigma)	5-(L-alanyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	382.2, 454.2
7C-219	5-{N'-(d-3-phenylacetyl)-L-alanyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	d-3-phenylacetic acid (Aldrich)	5-(L-alanyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	458.2

A11